Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2006

Open to Public Inspection

A For the 2006 calendar year, or tax year beginning and ending

B Check if applicable:
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Final return
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization
LIMITED BRANDS FOUNDATION

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1234 EAST BROAD STREET

City or town, state or country, and ZIP + 4
COLUMBUS, OH 43205-1453

D Employer identification number
31-1387703

E Telephone number
614-251-4000

F Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) ▶

- Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) If "Yes," enter number of affiliates ▶ N/A

H(c) Are all affiliates included? N/A ☐ Yes ☐ No (If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

G Website: ▶N/A

J Organization type (check only one) ▶ ☒ 501(c)(3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

K Check here ▶ ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than $25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

I Group Exemption Number ▶ N/A

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 46,757,451.

M Check ▶ ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Contributions to donor advised funds	1a		
	b	Direct public support (not included on line 1a)	1b	8,000,000.	
	c	Indirect public support (not included on line 1a)	1c		
	d	Government contributions (grants) (not included on line 1a)	1d		
	e	**Total** (add lines 1a through 1d) (cash $ 8,000,000. noncash $)			1e 8,000,000.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2
	3	Membership dues and assessments			3
	4	Interest on savings and temporary cash investments			4
	5	Dividends and interest from securities			5 38,240.
	6 a	Gross rents	6a		
	b	Less: rental expenses	6b		
	c	Net rental income or (loss). Subtract line 6b from line 6a			6c
	7	Other investment income (describe ▶)			7
	8 a	Gross amount from sales of assets other than inventory	(A) Securities 38,719,211.	8a	(B) Other
	b	Less: cost or other basis and sales expenses	38,566,517.	8b	
	c	Gain or (loss) (attach schedule)	152,694.	8c	
	d	Net gain or (loss). Combine line 8c, columns (A) and (B) STMT 1			8d 152,694.
	9	Special events and activities (attach schedule). If any amount is from gaming, check here ▶ ☐			
	a	Gross revenue (not including $ of contributions reported on line 1b)	9a		
	b	Less: direct expenses other than fundraising expenses	9b		
	c	Net income or (loss) from special events. Subtract line 9b from line 9a			9c
	10 a	Gross sales of inventory, less returns and allowances	10a		
	b	Less: cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a			10c
	11	Other revenue (from Part VII, line 103)			11
	12	**Total revenue**. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11			12 8,190,934.
Expenses	13	Program services (from line 44, column (B))			13 13,718,203.
	14	Management and general (from line 44, column (C))			14 39,213.
	15	Fundraising (from line 44, column (D))			15
	16	Payments to affiliates (attach schedule)			16
	17	**Total expenses**. Add lines 16 and 44, column (A)			17 13,757,416.
Net Assets	18	Excess or (deficit) for the year. Subtract line 17 from line 12			18 <5,566,482.>
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19 4,499,997.
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 2			20 1,087,354.
	21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20			21 20,869.

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Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash $ 0. noncash $ 0.) If this amount includes foreign grants, check here ▶ ☐	22a				
22b Other grants and allocations (attach schedule) (cash $ 13718203 noncash $ 0.) If this amount includes foreign grants, check here ▶ ☐	22b	13,718,203.	13,718,203.	STATEMENT 3	
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	25a	0.	0.	0.	0.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	25b	0.	0.	0.	0.
c *Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)*	25c				
26 Salaries and wages of employees not included on lines 25a, b, and c	26				
27 Pension plan contributions not included on lines 25a, b, and c	27				
28 Employee benefits not included on lines 25a - 27	28				
29 Payroll taxes	29				
30 Professional fundraising fees	30				
31 Accounting fees	31	3,700.		3,700.	
32 Legal fees	32				
33 Supplies	33				
34 Telephone	34				
35 Postage and shipping	35				
36 Occupancy	36				
37 Equipment rental and maintenance	37				
38 Printing and publications	38				
39 Travel	39				
40 Conferences, conventions, and meetings	40				
41 Interest	41				
42 Depreciation, depletion, etc. (attach schedule)	42				
43 Other expenses not covered above (itemize)					
a ADMINISTRATIVE FEES	43a	34,557.		34,557.	
b INVESTMENT FEES	43b	570.		570.	
c FILING FEES AND OTHER	43c	386.		386.	
d	43d				
e	43e				
f	43f				
g	43g				
44 **Total functional expenses.** Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	13,757,416.	13,718,203.	39,213.	0.

Joint Costs. Check ▶ ☐ if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ▶ ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs $ N/A ; (ii) the amount allocated to Program services $ N/A ; (iii) the amount allocated to Management and general $ N/A ; and (iv) the amount allocated to Fundraising $ N/A

Part III Statement of Program Service Accomplishments *(See the instructions)*

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶ SEE STATEMENT 4

All organizations must describe their exempt purpose achievements in a clear and concise manner State the number of clients served, publications issued, etc Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

a CHILDREN

(Grants and allocations $ 3,613,040.) If this amount includes foreign grants, check here ▶ ☐ 3,613,040.

b ARTS

(Grants and allocations $ 2,872,264.) If this amount includes foreign grants, check here ▶ ☐ 2,872,264.

c EDUCATION

(Grants and allocations $ 2,477,360.) If this amount includes foreign grants, check here ▶ ☐ 2,477,360.

d COMMUNITY

(Grants and allocations $ 2,003,750.) If this amount includes foreign grants, check here ▶ ☐ 2,003,750.

e Other program services (attach schedule) SEE STATEMENT 5

(Grants and allocations $ 2,751,789.) If this amount includes foreign grants, check here ▶ ☐ 2,751,789.

f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶ 13,718,203.

Part IV Balance Sheets *(See the instructions.)*

	Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.*	(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing		45	
	46 Savings and temporary cash investments	735,734.	46	132,570.
	47 a Accounts receivable 47a			
	b Less: allowance for doubtful accounts 47b		47c	
	48 a Pledges receivable 48a			
	b Less: allowance for doubtful accounts 48b		48c	
	49 Grants receivable		49	
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b	
	51 a Other notes and loans receivable 51a			
	b Less: allowance for doubtful accounts 51b		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53	
	54 a Investments - publicly-traded securities STMT 6 ▶ ☐ Cost ☒ FMV	5,982,134.	54a	6,757,994.
	b Investments - other securities ▶ ☐ Cost ☐ FMV		54b	
	55 a Investments - land, buildings, and equipment: basis 55a			
	b Less: accumulated depreciation 55b		55c	
	56 Investments - other		56	
	57 a Land, buildings, and equipment: basis 57a			
	b Less: accumulated depreciation 57b		57c	
	58 Other assets, including program-related investments (describe ▶)		58	
	59 **Total assets** (must equal line 74) Add lines 45 through 58	6,717,868.	59	6,890,564.
Liabilities	60 Accounts payable and accrued expenses	3,800.	60	
	61 Grants payable	2,214,071.	61	6,869,695.
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable		64b	
	65 Other liabilities (describe ▶)		65	
	66 **Total liabilities.** Add lines 60 through 65	2,217,871.	66	6,869,695.
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	4,499,997.	67	20,869.
	68 Temporarily restricted		68	
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 **Total net assets or fund balances.** Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	4,499,997.	73	20,869.
	74 **Total liabilities and net assets/fund balances.** Add lines 66 and 73	6,717,868.	74	6,890,564.

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return *(See the instructions.)*

a	Total revenue, gains, and other support per audited financial statements			a	8,572,217.
b	Amounts included on line a but not on Part I, line 12				
1	Net unrealized gains on investments	b1	381,283.		
2	Donated services and use of facilities	b2			
3	Recoveries of prior year grants	b3			
4	Other (specify):	b4			
	Add lines b1 through b4			b	381,283.
c	Subtract line b from line a			c	8,190,934.
d	Amounts included on Part I, line 12, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify):	d2			
	Add lines d1 and d2			d	0.
e	**Total revenue** (Part I, line 12) Add lines c and d			e	8,190,934.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements			a	12,628,281.
b	Amounts included on line a but not on Part I, line 17:				
1	Donated services and use of facilities	b1			
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify): SEE STATEMENT 7	b4	<1,129,135.>		
	Add lines b1 through b4			b	<1,129,135.>
c	Subtract line b from line a			c	13,757,416.
d	Amounts included on Part I, line 17, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify)	d2			
	Add lines d1 and d2			d	0.
e	**Total expenses** (Part I, line 17) Add lines c and d			e	13,757,416.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) *(See the instructions.)*

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 8		0.	0.	0.

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Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*

			Yes	No
75 a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ 8			
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) SEE STATEMENT 10	75b	X	
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization." SEE STATEMENT 11	75c	X	
	If "Yes," attach a statement that includes the information described in the instructions.			
d	Does the organization have a written conflict of interest policy?	75d	X	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
NONE				

Part VI Other Information *(See the instructions.)*

			Yes	No
76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77		X
78 a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	78b		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X	
b	If "Yes," enter the name of the organization ▶ SEE STATEMENT 9 and check whether it is ☐ exempt or ☐ nonexempt			
81 a	Enter direct or indirect political expenditures (See line 81 instructions.) 81a 0.			
b	Did the organization file **Form 1120-POL** for this year?	81b		X

Part VI Other Information *(continued)*

				Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		82a		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b N/A			
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?		83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	N/A	83b		
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	84b		
85	*501(c)(4), (5), or (6) organizations* a Were substantially all dues nondeductible by members?	N/A	85a		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?	N/A	85b		
	If "Yes" was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.				
c	Dues, assessments, and similar amounts from members	85c N/A			
d	Section 162(e) lobbying and political expenditures	85d N/A			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e N/A			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f N/A			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	85g		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	85h		
86	*501(c)(7) organizations.* Enter: a Initiation fees and capital contributions included on line 12	86a N/A			
b	Gross receipts, included on line 12, for public use of club facilities	86b N/A			
87	*501(c)(12) organizations.* Enter a Gross income from members or shareholders	87a N/A			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b N/A			
88 a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		88a		X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI ▶		88b		X
89 a	*501(c)(3) organizations.* Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.				
b	*501(c)(3) and 501(c)(4) organizations.* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		89b		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.				
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0.				
e	*All organizations.* At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		89e		X
f	*All organizations.* Did the organization acquire a direct or indirect interest in any applicable insurance contract?		89f		X
g	*For supporting organizations and sponsoring organizations maintaining donor advised funds.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		89g		X
90 a	List the states with which a copy of this return is filed ▶ OH				
b	Number of employees employed in the pay period that includes March 12, 2006	90b 0			
91 a	The books are in care of ▶ THE COLUMBUS FOUNDATION Telephone no. ▶ 614-251-4000 Located at ▶ 1234 EAST BROAD STREET, COLUMBUS, OH ZIP + 4 ▶ 43205-1453				
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country ▶ N/A See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** Report of Foreign Bank and Financial Accounts		91b		X

Part VI Other Information *(continued)*

			Yes	No
c	At any time during the calendar year, did the organization maintain an office outside of the United States?	91c		X
	If "Yes," enter the name of the foreign country ▶ N/A			
92	*Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* **Form 1041**- Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶	92	N/A	

Part VII Analysis of Income-Producing Activities *(See the instructions.)*

Note: *Enter gross amounts unless otherwise indicated.*	Unrelated business income		Excluded by section 512, 513, or 514		(E)
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	Related or exempt function income
93 Program service revenue.					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	38,240.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	152,694.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		190,934.	0.
105 **Total** (add line 104, columns (B), (D), and (E))				▶	190,934.

Note: *Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See the instructions.)*

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See the instructions.)*

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature	(D)	(E)
	%			
N/A	%			
	%			
	%			

Part X Information Regarding Transfers Associated w

(a) Did the organization, during the year, receive any funds, directly or indirectly, to

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a

Note: *If "Yes" to* (b), *file Form 8870* and *Form 4720 (see instructions).*

[redacted]

Part XI **Information Regarding Transfers To and From Controlled Entities.** *Complete only if the organization is a controlling organization as defined in section 512(b)(13)* N/A

		Yes	No
106	Did the reporting organization **make** any transfers **to** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.		

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
107	Did the reporting organization **receive** any transfers **from** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.		

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
108	Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Please Sign Here

Signature of officer — Date: 05/11/07

R U BIDDISCOMBE, ASST TREAS
Type or print name and title

Paid Preparer's Use Only

Preparer's signature: E/Conger CPA — Date: 5-11-07 — Check if self-employed ▶ ☐ — Preparer's SSN or PTIN (See Gen Inst X): P00068140

Firm's name (or yours if self-employed), address, and ZIP + 4:
JOHN GERLACH & COMPANY
37 WEST BROAD STREET
COLUMBUS, OH 43215

EIN ▶ 31-4419361

Phone no. ▶ 614-224-2164

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No 1545-0047

2006

Name of the organization

LIMITED BRANDS FOUNDATION

Employer identification number

31 1387703

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 2 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over $50,000 ▶	0			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶	0	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over $50,000 for other services ▶	0	

Part III Statements About Activities (See page 2 of the instructions.)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ _____ $ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	1		X
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d		X
e	Transfer of any part of its income or assets?	2e		X
3 a	Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a		X
b	Did the organization have a section 403(b) annuity plan for its employees?	3b		X
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c		X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		X
4 a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a		X
b	Did the organization make any taxable distributions under section 4966?	4b		X
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c		X
d	Enter the total number of donor advised funds owned at the end of the tax year ▶			0
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶			0.
f	Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶			0.
g	Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year ▶			0.

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).

6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)

7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).

8 ☐ A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).

9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)

11a ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

12 ☐ An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)

13 ☒ An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:

☒ Type I ☐ Type II ☐ Type III-Functionally Integrated ☐ Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents? Yes	(d) No	(e) Amount of support
THE COLUMBUS FOUNDATION	31-6044264	11B	X		34,557.
Total ▶					34,557.

14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 of the instructions.)

Part IV-A **Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.** N/A
Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.*

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	0.	0.	0.	0.	0.
24 Line 23 minus line 17					
25 Enter 1% of line 23					

26 **Organizations described on lines 10 or 11:** a Enter 2% of amount in column (e), line 24 ▶ 26a N/A

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a. **Do not file this list with your return.** Enter the total of all these excess amounts ▶ 26b N/A

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c N/A

d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____ ▶ 26d N/A

e Public support (line 26c minus line 26d total) ▶ 26e N/A

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f N/A %

27 **Organizations described on line 12:** a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." **Do not file this list with your return.** Enter the sum of such amounts for each year:
(2005) (2004) (2003) (2002)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year:
(2005) (2004) (2003) (2002)

c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____ ▶ 27c N/A

d Add: Line 27a total _____ and line 27b total _____ ▶ 27d N/A

e Public support (line 27c total minus line 27d total) ▶ 27e N/A

f Total support for section 509(a)(2) test: Enter amount on line 23, column (e) ▶ 27f N/A

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g N/A %

h ***Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))*** ▶ 27h N/A %

28 **Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. **Do not file this list with your return.** Do not include these grants in line 15.

Part V **Private School Questionnaire** (See page 9 of the instructions.) N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
32	Does the organization maintain the following:			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
33	Does the organization discriminate by race in any way with respect to:			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended?	34b		
	If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions.) N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check ▶ a ☐ if the organization belongs to an affiliated group. Check ▶ b ☐ if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for all electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table -			
If the amount on line 40 is - / The lobbying nontaxable amount is -			
Not over $500,000 — 20% of the amount on line 40			
Over $500,000 but not over $1,000,000 — $100,000 plus 15% of the excess over $500,000			
Over $1,000,000 but not over $1,500,000 — $175,000 plus 10% of the excess over $1,000,000	41		
Over $1,500,000 but not over $17,000,000 — $225,000 plus 5% of the excess over $1,500,000			
Over $17,000,000 — $1,000,000			
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		
Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720.*			

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				N/A
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.) N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 13 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a	Transfers from the reporting organization to a noncharitable exempt organization of:		
	(i) Cash	51a(i)	X
	(ii) Other assets	a(ii)	X
b	Other transactions:		
	(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)	X
	(ii) Purchases of assets from a noncharitable exempt organization	b(ii)	X
	(iii) Rental of facilities, equipment, or other assets	b(iii)	X
	(iv) Reimbursement arrangements	b(iv)	X
	(v) Loans or loan guarantees	b(v)	X
	(vi) Performance of services or membership or fundraising solicitations	b(vi)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c	X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received: N/A

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ ☐ Yes ☒ No

b If "Yes," complete the following schedule: N/A

(a) Name of organization	(b) Type of organization	(c) Description of relationship

FORM 990 GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES STATEMENT 1

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
SECURITIES SALES	38,719,211.	38,566,517.	0.	152,694.
TO FORM 990, PART I, LINE 8	38,719,211.	38,566,517.	0.	152,694.

FORM 990 OTHER CHANGES IN NET ASSETS OR FUND BALANCES STATEMENT 2

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	381,283.
RESCINDED GRANTS	706,071.
TOTAL TO FORM 990, PART I, LINE 20	1,087,354.

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization	Purpose	Amount Approved
Keep Franklin County Beautiful 2830 Fisher Road, Suite B Columbus, OH 43204		5,000.00
National Audubon Society/Ohio 692 North High Street, Suite 303 Columbus, OH 43215		5,000.00
Conservation Biology Institute Inc. 260 SW Madison Avenue, Ste. 106 Corvallis, OR 97333		135,000.00
National Audubon Society/Ohio 692 North High Street, Suite 303 Columbus, OH 43215		1,000,000.00
	Conservation Total	**1,145,000.00**
Limited Brands/MAST Cares Fund of The Columbus Foundation 1234 East Broad Street Columbus, OH 43205		116,525.03
	International Total	**116,525.03**
Action for Children Council of Franklin County The Cecilia Cullman Center for Children 78 Jefferson Avenue Columbus, OH 43215		2,500.00
Ballet Metropolitan, Inc. 322 Mount Vernon Avenue Columbus, OH 43215		2,500.00
Ballet Metropolitan, Inc. 322 Mount Vernon Avenue Columbus, OH 43215		2,850.00
Ballet Metropolitan, Inc. 322 Mount Vernon Avenue Columbus, OH 43215		15,000.00
Ballet Metropolitan, Inc. 322 Mount Vernon Avenue Columbus, OH 43215		500,000.00
Columbus Association for the Performing Arts 55 East State Street Columbus, OH 43215-4264		23,435.00
Columbus Children's Theatre 372 West Nationwide Boulevard Columbus, OH 43215-2310		4,500.00
Columbus Museum of Art 480 East Broad Street Columbus, OH 43215		25,000.00
Columbus Museum of Art 480 East Broad Street Columbus, OH 43215		1,000.00
Columbus Museum of Art 480 East Broad Street Columbus, OH 43215		4,250.00
Columbus Museum of Art 480 East Broad Street Columbus, OH 43215		4,500.00

Recipient Organization	Purpose	Amount Approved
Columbus Museum of Art 480 East Broad Street Columbus, OH 43215		25,000.00
Columbus Museum of Art 480 East Broad Street Columbus, OH 43215		1,500,000.00
Columbus Symphony Orchestra, Inc. 55 East State Street, 5th Floor Columbus, OH 43215		20,000.00
Columbus Symphony Orchestra, Inc. 55 East State Street, 5th Floor Columbus, OH 43215		46,864.00
Columbus Symphony Orchestra, Inc. 55 East State Street, 5th Floor Columbus, OH 43215		50,000.00
Columbus Symphony Orchestra, Inc. 55 East State Street, 5th Floor Columbus, OH 43215		80,000.00
Contemporary American Theatre Company c/o CAPA 55 East State Street Columbus, OH 43215		2,400.00
Contemporary American Theatre Company c/o CAPA 55 East State Street Columbus, OH 43215		10,000.00
Contemporary American Theatre Company c/o CAPA 55 East State Street Columbus, OH 43215		15,000.00
Free Arts for Abused Children of New York City Inc. 1431 Broadway, 7th Floor New York, NY 10018		750.00
Free Arts for Abused Children of New York City Inc. 1431 Broadway, 7th Floor New York, NY 10018		5,000.00
Free Arts for Abused Children of New York City Inc. 1431 Broadway, 7th Floor New York, NY 10018		5,000.00
International Center of Photography 1114 Avenue of the Americas New York, NY 10036		5,000.00
Jazz Arts Group of Columbus 939 North High Street Columbus, OH 43201		1,250.00
Jazz Arts Group of Columbus 939 North High Street Columbus, OH 43201		25,000.00
Little Theatre Off Broadway, Inc. 3981 Broadway Grove City, OH 43123		1,000.00

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization	Purpose	Amount Approved
The Museum of Modern Art 11 West 53rd Street New York, NY 10019-5498		13,595.00
The Ohio Art League, Inc. 954 North High Street Columbus, OH 43201		1,000.00
The Ohio Art League, Inc. 954 North High Street Columbus, OH 43201		1,500.00
Playwrights Horizons, Inc. 416 West 42nd Street New York, NY 10036		6,000.00
Pro Musica Chamber Orchestra of Columbus, Inc. 243 North 5th Street Suite 202 Columbus, OH 43215		3,750.00
Solomon R. Guggenheim Foundation 575 Broadway New York, NY 10012		9,920.00
Thurber House Incorporated 77 Jefferson Avenue Columbus, OH 43215		1,200.00
Thurber House Incorporated 77 Jefferson Avenue Columbus, OH 43215		7,500.00
The Wexner Center Foundation c/o Columbus Foundation 1234 East Broad Street Columbus, OH 43205		450,000.00
	Art Total	**2,872,264.00**
American Red Cross, National Headquarters P.O. Box 37243 Washington, DC 20013-7243		50,000.00
City of Columbus, Mayor's Charitable Special Revenue Trust Fund 90 West Broad Street Columbus, OH 43215		40,000.00
Columbus Academy 4300 Cherry Bottom Road P.O. Box 30745 Gahanna, OH 43230		5,000.00
Columbus Academy 4300 Cherry Bottom Road P.O. Box 30745 Gahanna, OH 43230		10,000.00
The Columbus Foundation 1234 East Broad Street Columbus, OH 43205		2,000,000.00
The Columbus Foundation 1234 East Broad Street Columbus, OH 43205		10,000.00
Columbus Public Schools 270 East State Street Columbus, OH 43215		3,000.00

Recipient Organization	Purpose	Amount Approved
Columbus School for Girls 56 South Columbia Avenue Columbus, OH 43209		5,000.00
Columbus School for Girls 56 South Columbia Avenue Columbus, OH 43209		10,000.00
Columbus State Community College 550 East Spring Street Columbus, OH 43215		25,000.00
Columbus State Community College Development Foundation, Inc. 550 East Spring Street P. O. Box 1609 Columbus, OH 43216-1609		25,000.00
Days of Creation, Inc. 2470 East Main Street Columbus, OH 43209		1,000.00
Gahanna-Jefferson Education Foundation c/o Gahanna-Jefferson Public Schools 160 South Hamilton Road Columbus, OH 43230		600.00
Hillel Foundation of The Ohio State University 46 East 16th Avenue Columbus, OH 43201-1615		50,000.00
Hugh O'Brian Youth Leadership (Columbus) P.O. Box 82214 Columbus, OH 43202		1,000.00
I KNOW I CAN 20 Governor's Place Columbus, OH 43203		5,000.00
Just Think, Inc. 7801 North Central Drive Lewis Center, OH 43035		15,000.00
Kids Voting Ohio/Central Region Inc. 191 West Nationwide Boulevard Suite 300-A Columbus, OH 43215		15,000.00
Marburn Academy 1860 Walden Drive Columbus, OH 43229		25,000.00
Michigan State University 450 Administration Building East Lansing, MI 48824		10,000.00
Millay Club Southeast Catholic Bishop Neuman Alumni Assoc 26th & Moore Streets Philadelphia, PA 19145		3,500.00
Phoenix Theatre Circle 77 South High Street, 2nd Floor P.O. Box 06238 Columbus, OH 43206		1,000.00
Reading Is Fundamental Inc. 1825 Connecticut Avenue, N.W. Suite 400 Washington, DC 20009		5,000.00

Recipient Organization	Purpose	Amount Approved
Riverview School, Inc. 551 Route 6A East Sandwich, MA 02537		2,500.00
Sinclair Community College Foundation 444 West Third Street Dayton, OH 45402		260.00
Sinclair Community College Foundation 444 West Third Street Dayton, OH 45402		3,000.00
Strategies Against Violence Everywhere 92 Jefferson Avenue Columbus, OH 43215-3841		5,000.00
Underfashion Club Inc. 326 Field Road Clinton, NY 12514		10,000.00
United Way of Central Ohio, Inc. 360 South Third Street Columbus, OH 43215-5485		1,500.00
United Way of Central Ohio, Inc. 360 South Third Street Columbus, OH 43215-5485		100,000.00
US-Ireland Alliance 2800 Clarendon Blvd. #502 Arlington, VA 22201		10,000.00
The Wellington School 3650 Reed Road Columbus, OH 43220		5,000.00
The Wellington School 3650 Reed Road Columbus, OH 43220		25,000.00
	Education Total	**2,477,360.00**
American Cancer Society, New York City Division 19 West 56th Street New York, NY 10019-3984		24,000.00
American Cancer Society, Ohio Division, Inc. 5555 Frantz Road Dublin, OH 43017		4,500.00
American Cancer Society, Ohio Division, Inc. 5555 Frantz Road Dublin, OH 43017		5,275.00
Amethyst, Inc. 527 South High Street Columbus, OH 43215		9,244.00
Bottomless Closet 545 Eighth Avenue New York, NY 10018		8,800.00
Bottomless Closet 545 Eighth Avenue New York, NY 10018		10,000.00
Breast Cancer Research Foundation, Inc. 654 Madison Avenue, Suite 1209 New York, NY 10021		3,500.00

Recipient Organization / Purpose	Amount Approved
Catalyst for Women, Inc. 120 Wall Street, 5th Floor New York, NY 10005	7,600.00
Catalyst for Women, Inc. 120 Wall Street, 5th Floor New York, NY 10005	10,000.00
Central New Mexico Affiliate of the Susan G. Komen Breast Cancer P.O. Box 92110 Albuquerque, NM 87199	1,270.00
Central New Mexico Affiliate of the Susan G. Komen Breast Cancer P.O. Box 92110 Albuquerque, NM 87199	6,240.00
Central New Mexico Affiliate of the Susan G. Komen Breast Cancer P.O. Box 92110 Albuquerque, NM 87199	10,000.00
CHOICES for Victims of Domestic Violence P.O. Box 06157 Columbus, OH 43206	100.00
CHOICES for Victims of Domestic Violence P.O. Box 01657 Columbus, OH 43206	49,500.00
Clothes That Work 1133 S. Edwin C. Moses Blvd. #110 Dayton, OH 45408	5,000.00
Clothes That Work 1133 S. Edwin C. Moses Blvd. #110 Dayton, OH 45408	9,800.00
The Columbus Coalition Against Family Violence 655 East Livingston Avenue Columbus, OH 43205	110,000.00
Dress for Success Los Angeles 1110 East Ninth Street, Suite A1104 Los Angeles, CA 90079	5,000.00
Family Violence Prevention Fund 383 Rhode Island Street, Suite 304 San Francisco, CA 94103-5133	40,000.00
Greater New York City Affiliate of the Susan G. Komen Breast Cancer 341 West 38th Street, 10th Floor New York, NY 10018	600.00
Greater New York City Affiliate of the Susan G. Komen Breast Cancer 341 West 38th Street, 10th Floor New York, NY 10018	1,700.00
Greater New York City Affiliate of the Susan G. Komen Breast Cancer 341 West 38th Street, 10th Floor New York, NY 10018	4,000.00
Greater New York City Affiliate of the Susan G. Komen Breast Cancer 341 West 38th Street, 10th Floor New York, NY 10018	4,075.00
Greater New York City Affiliate of the Susan G. Komen Breast Cancer 341 West 38th Street, 10th Floor New York, NY 10018	6,000.00

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization	Purpose	Amount Approved
National Domestic Violence Hotline P.O. Box 161810 Austin, TX 78716		4,500.00
National Domestic Violence Hotline P.O. Box 161810 Austin, TX 78716		50,000.00
New Directions Career Center 370 S. Fifth Street Suite G1 Columbus, OH 43215		26,300.00
Planned Parenthood of Central Ohio 206 East State Street Columbus, OH 43215		105,000.00
Safe Horizon Inc. 2 Lafayette Street, 3rd Floor New York, NY 10007		6,250.00
Safe Horizon Inc. 2 Lafayette Street, 3rd Floor New York, NY 10007		10,000.00
Safe NOW Project 919 Industrial Drive Trenton, MO 64683		25,000.00
Sakhi for South Asian Women P.O. Box 20208 Greeley Square Station New York, NY 10001		10,000.00
Seal of Ohio Girl Scout Council, Inc. 1700 Watermark Drive Columbus, OH 43215-1097		10,000.00
Share Self-Help for Women With Breast or Ovarian Cancer Inc. 1501 Broadway, Ste 704A New York, NY 10036		4,000.00
Shop Well With You Inc 38 Greene Street, 4th Floor New York, NY 10013		5,000.00
Southwest Creations Collaborative 1308 4th Street NW Albuquerque, NM 87102		5,000.00
Susan G. Komen Breast Cancer Foundation, Inc.-Columbus Race for the L-2933 Columbus, OH 43260		23,830.00
Susan G. Komen Breast Cancer Foundation, Inc.-Columbus Race for the P.O. Box 16842 Columbus, OH 43216		25,000.00
Susan G. Komen Breast Cancer Foundation, Inc.-Columbus Race for the P.O. Box 16842 Columbus, OH 43216		32,000.00
YWCA of Columbus 65 South Fourth Street Columbus, OH 43215		6,000.00
YWCA of Columbus 65 South Fourth Street Columbus, OH 43215		74,790.00
	Women Total	**758,874.00**

Recipient Organization	Purpose	Amount Approved
American Jewish Committee The Jacob Blaustein Building 165 East 56th Street New York, NY 10022		25,000.00
Columbus AIDS Task Force 1751 East Long Street Columbus, OH 43203		4,780.00
Columbus Association for the Performing Arts 55 East State Street Columbus, OH 43215-4264		500,000.00
Columbus Urban League, Inc. 788 Mount Vernon Avenue Columbus, OH 43203-1408		1,500.00
Columbus Urban League, Inc. 788 Mount Vernon Avenue Columbus, OH 43203-1408		3,600.00
Columbus Urban League, Inc. 788 Mount Vernon Avenue Columbus, OH 43203-1408		37,000.00
Community Arts Project, Inc. 867 Mt. Vernon Avenue Columbus, OH 43203		28,800.00
Friends of Art for Community Enrichment 1428 N. Fifth Street Columbus, OH 43201		1,000.00
Human Rights Campaign Foundation 1640 Rhode Island Avenue NW Washington, DC 20036		13,750.00
Kaleidoscope Youth Coalition P.O. Box 8104 Columbus, OH 43201		5,000.00
Martin Luther King Legacy Association 4182 Western Ave. Los Angeles, CA 90062		4,000.00
Martin Luther King, Jr. Breakfast Committee, Inc 172 East State Street, Suite 203 Columbus, OH 43215		10,510.00
Miracle House of New York Inc. 80 Eighth Avenue, Suite 315 New York, NY 10011-5126		5,000.00
National Minority Supplier Development Council, Inc. 1040 Avenue of the Americas, 2nd Floor New York, NY 10018		5,000.00
National Urban League 120 Wall Street New York, NY 10005		2,300.00
National Urban League 120 Wall Street New York, NY 10005		10,000.00
New Mexico Urban League 55528 Eubank Blvd NE, Ste 4 Albuquerque, NM 87111		2,000.00

Recipient Organization / Purpose	Amount Approved
New York Chapter of Core, Inc. dba Congress of Racial Equality 817 Broadway, 3rd Floor New York, NY 10003	4,150.00
Philadelphia Martin Luther King, Jr. Association for Nonviolence, Inc. 1809 Spring Garden Street Philadelphia, PA 19130	3,000.00
The Jefferson Center for Learning and the Arts 65 Jefferson Avenue Columbus, OH 43215	10,000.00
The Point Foundation P.O. Box 11210 Chicago, IL 60611	25,000.00
United Negro College Fund, Inc. 399 East Main Street, Suite 120 Columbus, OH 43215	30,000.00
Inclusion Total	**731,390.00**
Adventures for Wish Kids, Inc. 6863 Oak Creek Drive Columbus, OH 43229	1,500.00
Big Brothers Big Sisters Association of Greater Columbus 1855 E. Dublin-Granville Rd., 1st Floor Columbus, OH 43229-3516	25,000.00
Big Brothers-Big Sisters of Central New Mexico Inc. 5400 Phoenix NE, Suite 200 Albuquerque, NM 87110	5,000.00
Boys and Girls Clubs of Columbus, Inc. 115 South Gift Street Columbus, OH 43215	23,000.00
Boys and Girls Clubs of Columbus, Inc. 115 South Gift Street Columbus, OH 43215	50,000.00
The Buckeye Ranch Foundation, Inc. 5665 Hoover Road Grove City, OH 43123	8,870.00
The Buckeye Ranch Foundation, Inc. 5665 Hoover Road Grove City, OH 43123	10,000.00
Cancer Research Foundation of America 1600 Duke Street, Suite 500 Alexandria, VA 22314	50,000.00
Children's Hospital Foundation 700 Children's Drive Columbus, OH 43205	5,000.00
Children's Hospital Foundation 700 Children's Drive Columbus, OH 43205	8,800.00
Children's Hospital Foundation 700 Children's Drive Columbus, OH 43205	2,000,000.00
Children's Hunger Alliance 370 South 5th Street Columbus, OH 43215	1,120.00

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization Purpose	Amount Approved
Children's Hunger Alliance 370 South 5th Street Columbus, OH 43215	10,000.00
Children's Hunger Alliance 370 South 5th Street Columbus, OH 43215	25,000.00
Citizens Committee for Children of New York 105 East 22nd Street New York, NY 10010	9,250.00
City Year, Columbus 35 North 4th Street, Suite 350 Columbus, OH 43215	3,000.00
Columbus Montessori Education Center 979 South James Road Columbus, OH 43227	25,000.00
Columbus State Community College Development Foundation, Inc. 550 East Spring Street P. O. Box 1609 Columbus, OH 43216-1609	2,000.00
Court Appointed Special Advocates of Franklin County 373 S. High Street, 6th Floor Columbus, OH 43215-6316	10,000.00
CSI Charities dba Keeping Kids Warm c/o Charming Shoppes, Inc. 450 Winks Lane Bensalem, PA 19020	15,000.00
Directions for Youth and Families 1515 Indianola Avenue Columbus, OH 43201-2118	14,500.00
Family Center Inc. 66 Reade Street New York, NY 10007	7,500.00
First Night Columbus, Inc. 2015 West 5th Avenue, Suite 22 Columbus, OH 43212	15,000.00
Franklin County Historical Society dba Center Of Science and Industry 333 West Broad Street Columbus, OH 43215	9,400.00
Franklin County Historical Society dba Center Of Science and Industry 333 West Broad Street Columbus, OH 43215	1,000,000.00
Greater New York March of Dimes 233 Park Avenue South, 3rd Floor New York, NY 10003	21,500.00
Huckleberry House, Inc. 1421 Hamlet Street Columbus, OH 43201	500.00
KidsOhio.org 22 East Gay Street, Suite 600 Columbus, OH 43215	150,000.00
Law Enforcement Foundation, Inc. 6277 Riverside Drive, Suite 2N Dublin, OH 43017	5,000.00

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization	Purpose	Amount Approved
National Center for Missing and Exploited Children Charles B. Wang Int'l Children's Bldg. 699 Prince Street Alexandria, VA 22314		50,000.00
Ohio Newsboys Association, Inc. 4300 Indianola Avenue Columbus, OH 43214-2221		5,000.00
Salesian Boys and Girls Club 80 South Sixth Street Columbus, OH 43215		4,600.00
St. Vincent Family Centers 1490 East Main Street Columbus, OH 43205		10,000.00
World of Children Inc. 301 Obetz Road Columbus, OH 43207		25,000.00
Young Men's Christian Association of Central Ohio 40 West Long Street Columbus, OH 43215		7,500.00
	Children Total	**3,613,040.00**
Access HealthColumbus 150 East Mound Street Suite 210 Columbus, OH 43215		25,000.00
American Heart Association, Inc. 5455 North High Street P.O. Box 163549 Columbus, OH 43216-3549		4,000.00
American Jewish Committee The Jacob Blaustein Building 165 East 56th Street New York, NY 10022		25,000.00
American Red Cross of Greater Columbus 995 East Broad Street Columbus, OH 43205-1339		14,700.00
Amyotrophic Lateral Sclerosis Association, Greater Philadelphia 321 Norristown Road, Ste. 260 Ambler, PA 19002		5,000.00
The Arthur G James Cancer Hospital and the Richard J. Solove 300 West 10th Avenue B-13-4-459 Columbus, OH 43210		1,000.00
The Arthur G. James Cancer Hospital and the Richard J. Solove 300 West 10th Avenue B-13-4-459 Columbus, OH 43210		3,000.00
The Arthur G. James Cancer Hospital and the Richard J. Solove 300 West 10th Avenue B-13-4-459 Columbus, OH 43210		14,000.00
Autism Speaks Inc 2 Park Avenue 11th Floor New York, NY 10016		5,000.00
Autism Speaks Inc 2 Park Avenue New York, NY 10016		15,000.00

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization	Purpose	Amount Approved
Capital Area Humane Society 3015 Scioto Darby Executive Court Hilliard, OH 43026		600.00
Capitol Square Renovation Foundation, Inc., dba The Capitol Square The Statehouse Room 16 Columbus, OH 43215		100,000.00
Chamber Foundation 37 North High Street Columbus, OH 43215-3065		75,000.00
Columbus Council on World Affairs 51 Jefferson Avenue Columbus, OH 43215		4,800.00
Columbus Council on World Affairs 51 Jefferson Avenue Columbus, OH 43215		5,000.00
Columbus Downtown Development Corporation 20 East Broad Street, Suite 100 Columbus, OH 43215		50,000.00
The Columbus Foundation 1234 East Broad Street Columbus, OH 43205		2,500.00
The Columbus Foundation 1234 East Broad Street Columbus, OH 43205		15,000.00
Columbus Housing Partnership, Inc. 562 East Main Street Columbus, OH 43215-5312		3,000.00
Columbus Metropolitan Club, Inc. 100 East Broad Street, Suite 2350 Columbus, OH 43215		5,000.00
Columbus Metropolitan Library 96 South Grant Avenue Columbus, OH 43215-4781		4,610.00
The Columbus Partnership 41 South High Street, Suite 1200 Columbus, OH 43215		50,000.00
The Columbus Partnership 41 South High Street, Suite 1200 Columbus, OH 43215		65,000.00
Columbus Zoological Park Association P.O. Box 400 Powell, OH 43065-0400		4,400.00
Community Shelter Board 115 West Main Street, LL Columbus, OH 43215		25,000.00
Community Shelter Board 115 West Main Street, LL Columbus, OH 43215		24,640.00
Concord Coalition Corp. 1011 Arlington Boulevard, Suite 300 Arlington, VA 22209		10,000.00

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization	Purpose	Amount Approved
Conservation International Foundation 1919 M Street NW, Suite 200 Washington, DC 20037		8,750.00
Corporate Angel Network Inc Westchester County Airport One Loop Road White Plains, NY 10604		5,000.00
Cystic Fibrosis Foundation Headquarters 6931 Arlington Road Bethesda, MD 20814		500.00
Cystic Fibrosis Foundation Headquarters 6931 Arlington Road Bethesda, MD 20814		1,500.00
Executive Leadership Foundation 1010 Wisconsin Ave. NW, Suite 520 Washington, DC 20007		25,000.00
Friends of the Conservatory 1777 East Broad Street Columbus, OH 43203		1,000,000.00
Friends of the Conservatory 1777 East Broad Street Columbus, OH 43203		9,500.00
The Gathering USA, Inc. 1220 East Concord Orlando, FL 32803		4,000.00
Gladden Community House 183 Hawkes Avenue Columbus, OH 43223		10,000.00
Godman Guild Association 303 East Sixth Avenue Columbus, OH 43201		5,000.00
Good Shepherd Services 305 Seventh Avenue, 9th Floor New York, NY 10001		2,500.00
Goodwill Industries of Central Ohio, Inc., dba Goodwill Columbus 1331 Edgehill Road Columbus, OH 43212		100,000.00
Hands on Network Inc. 600 Means Street, Ste. 100 Atlanta, GA 30318		25,000.00
Hands Together Inc PO Box 80985 Springfield, MA 01138		10,000.00
The Homeless Families Foundation 651 West Broad Street Columbus, OH 43215		250.00
The Homeless Families Foundation 651 West Broad Street Columbus, OH 43215		14,250.00
International Visitors Council, Inc. 57 Jefferson Avenue Columbus, OH 43215-3866		2,500.00

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization / Purpose	Amount Approved
Intimate Apparel Square Club Inc. 326 Field Road Clinton Corners, NY 12514	7,500.00
Jewish Family Services 1070 College Avenue Columbus, OH 43209	5,000.00
Joans Legacy the Joan Scarangello Foundation to Conquer Lung Cancer 27 Union Square West, Ste 304 New York, NY 10003	5,000.00
The Jewish Theological Seminary 3080 Broadway New York, NY 10027-4649	10,000.00
Juvenile Diabetes Foundation - Mid-Ohio Chapter 134 Northwoods Boulevard, Suite A2 Columbus, OH 43235	4,150.00
Leo Yassenoff Jewish Community Center of Greater Columbus 1125 College Avenue Columbus, OH 43209	2,500.00
Leo Yassenoff Jewish Community Center of Greater Columbus 1125 College Avenue Columbus, OH 43209	9,400.00
Love Heals Inc. 2 Fifth Avenue, Suite 2Q New York, NY 10011	850.00
Love Heals Inc. 2 Fifth Avenue, Suite 2Q New York, NY 10011	4,000.00
Love Heals Inc. 2 Fifth Avenue, Suite 2Q New York, NY 10011	6,790.00
Material Assistance Providers, Inc. 118 S. Yale Ave. Columbus, OH 43222	25,000.00
Material Assistance Providers, Inc. 118 S. Yale Ave Columbus, OH 43222	9,200.00
Mid-Ohio FoodBank 1625 W. Mound Street Columbus, OH 43223	25,000.00
Muscular Dystrophy Association, Tallahassee District 1574-B Village Square Boulevard Tallahassee, FL 32309	3,000.00
National Multiple Sclerosis Society, Ohio Buckeye Chapter 651G Lakeview Plaza Boulevard Worthington, OH 43085	4,400.00
National Society to Prevent Blindness - Ohio Affiliate 1500 West Third Avenue, Suite 200 Columbus, OH 43212	2,500.00
National Society to Prevent Blindness - Ohio Affiliate 1500 West Third Avenue, Suite 200 Columbus, OH 43212	4,600.00

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization	Purpose	Amount Approved
New York Public Library 476 5th Avenue Room 73 New York, NY 10018		3,350.00
North Market Development Authority, Inc. 59 Spruce Street Columbus, OH 43215		4,750.00
NRF Foundation 325 7th Street NW, Suite 1100 Washington, DC 20004		2,500.00
O.S.U. Chabad House Inc. 207 East 15th Avenue Columbus, OH 43201		2,500.00
Ohio Campus Compact 615 North Pearl Street Granville, OH 43023		2,500.00
Ohio Cancer Research Associates 50 West Broad Street Columbus, OH 43215		1,000.00
Ohio Cancer Research Associates 50 West Broad Street Columbus, OH 43215		1,250.00
Ohio Cancer Research Associates 50 West Broad Street Columbus, OH 43215		2,500.00
Ohio Cancer Research Associates 50 West Broad Street Columbus, OH 43215		3,750.00
Ohio Council of Retail Merchants Education Foundation 50 West Broad Street, Suite 2020 Columbus, OH 43215		1,000.00
Ohio Grantmakers Forum 37 West Broad Street, Suite 800 Columbus, OH 43215		2,500.00
Ohio State University Foundation 1480 West Lane Avenue Columbus, OH 43221-3938		15,000.00
The Salvation Army 340 East Fulton Street Columbus, OH 43215		10,000.00
Samaritan Center of Albuquerque Inc. 1101 Medical Arts Avenue, Bldg. 3 Albuquerque, NM 87102		2,000.00
Samaritan Center of Albuquerque Inc. 1101 Medical Arts Avenue, Bldg. 3 Albuquerque, NM 87102		2,500.00
Save the Children Federation Inc. 54 Wilton Road P.O. Box 950 Westport, CT 06880		6,000.00
Special Olympics Southern California Inc 5875 Green Valley Circle Suite 200 Culver City, CA 90230		3,000.00

LIMITED BRANDS FOUNDATION **31-1387703**
Approved Grants by Program Area **2006**

Recipient Organization	Purpose	Amount Approved
St. Stephen's Community House 1500 East 17th Avenue Columbus, OH 43219		1,500.00
The Works: Ohio Center of History Art & Technology 55 South First Street P.O. Box 721 Newark, OH 43058-0721		4,760.00
United Way of New York City 2 Park Avenue, 2nd Floor New York, NY 10016		7,500.00
Wexner Heritage Village 1151 College Avenue Columbus, OH 43209		5,000.00
Wexner Heritage Village 1151 College Avenue Columbus, OH 43209		10,000.00
	Communtiy Total	**2,003,750.00**
	Grand Total	**13,718,203.03**

Included in the above listing are the following grants unpaid as of the filing date:

Ballet Metropolitan, Inc.	400,000.00
Columbus Association for the Performing Arts	500,000.00
The Columbus Foundation	2,000,000.00
The Columbus Foundation	74,694.53
Columbus Museum of Art	1,200,000.00
Friends of the Conservatory	1,000,000.00
National Audubon Society/Ohio	800,000.00
Planned Parenthood of Central Ohio	70,000.00
Total	**6,044,694.53**

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 4
PART III

EXPLANATION

THE LIMITED BRANDS FOUNDATION IS A SUPPORTING ORGANIZATION OF THE COLUMBUS FOUNDATION. THE PURPOSE OF THE LIMITED BRANDS FOUNDATION IS TO SUPPORT CHARITABLE ORGANIZATIONS WHICH BENEFIT THE COMMUNITY.

FORM 990 OTHER PROGRAM SERVICES STATEMENT 5

DESCRIPTION OF OTHER PROGRAM SERVICES	GRANTS AND ALLOCATIONS	EXPENSES
INCLUSION	731,390.	731,390.
WOMEN	758,874.	758,874.
INTERNATIONAL	116,525.	116,525.
CONSERVATION	1,145,000.	1,145,000.
TOTAL TO FORM 990, PART III, LINE E	2,751,789.	2,751,789.

STATEMENT(S) 4, 5

FORM 990 NON-GOVERNMENT SECURITIES STATEMENT 6

SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES
CORPORATE BONDS	FMV		6,757,994.		6,757,994.
TO FORM 990, LINE 54A, COL B			6,757,994.		6,757,994.

FORM 990 OTHER EXPENSES NOT INCLUDED ON FORM 990 STATEMENT 7

DESCRIPTION	AMOUNT
DISCOUNT ON MULTI YEAR GRANTS	<423,064.>
RESCINDED GRANTS	<706,071.>
TOTAL TO FORM 990, PART IV-B	<1,129,135.>

FORM 990 PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALEX SHUMATE 1234 E. BROAD ST. COLUMBUS, OHIO 43205	PRESIDENT/TRUSTEE 0.00	0.	0.	0.
ABIGAIL WEXNER 1234 E. BROAD ST. COLUMBUS, OHIO 43205	CHAIR/TRUSTEE 0.00	0.	0.	0.
JAMESON CRANE 1234 E. BROAD ST. COLUMBUS, OHIO 43205	VICE CHAIR/TRUSTEE 0.00	0.	0.	0.
DOUGLAS WILLIAMS 1234 E. BROAD ST. COLUMBUS, OHIO 43205	VICE CHAIR/TRUSTEE 0.00	0.	0.	0.
MARYBETH MEUSE 1234 E. BROAD ST. COLUMBUS, OHIO 43205	VICE CHAIR/TRUSTEE 0.00	0.	0.	0.
DOUGLAS F. KRIDLER 1234 E. BROAD ST. COLUMBUS, OHIO 43205	ASST SECRETARY 0.00	0.	0.	0.
RAYMOND J. BIDDISCOMBE 1234 E. BROAD ST. COLUMBUS, OHIO 43205	ASST TREASURER 0.00	0.	0.	0.
NANCY KRAMER 1234 E. BROAD ST. COLUMBUS, OHIO 43205	VICE CHAIR/TRUSTEE 0.00	0.	0.	0.
TIMOTHY FABER 1234 E. BROAD ST. COLUMBUS, OHIO 43205	SECRETARY/TREAS/TRUSTEE 0.00	0.	0.	0.
LISA KLINGER 1234 E. BROAD ST. COLUMBUS, OHIO 43205	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		0.	0.	0.

FORM 990 IDENTIFICATION OF RELATED ORGANIZATIONS STATEMENT 9
PART VI, LINE 80B

NAME OF ORGANIZATION	EXEMPT	NONEXEMPT
COMMUNITY FOUNDATIONS INC. 31-1197385	X	
THE COLUMBUS FOUNDATION 31-6044264	X	
COLUMBUS YOUTH FOUNDATION 31-6034435	X	
THE CENBEN USA HEALTH CARE FOUNDATION 31-1502517	X	
THE WILLIAM H DAVIS, DOROTHY M DAVIS & WILLIAM C DAVIS FOUNDATION 31-1372548	X	
THE PAUL G DUKE FOUNDATION INC 31-1045339	X	
THE WALTER & MARIAN ENGLISH FOUNDATION 31-1484833	X	
JOHN B & DARETH GERLACH FOUNDATION 31-1487829	X	
THE JOHN J & PAULINE GERLACH FOUNDATION 31-1453633	X	
GREER FOUNDATION 31-1438583	X	
INGRAM-WHITE CASTLE FOUNDATION 31-6051433	X	
KIDD FOUNDATION 31-1631547	X	
THE ARTHUR & SARA JO KOBACKER, ALFRED & IDA KOBACKER FOUNDATION 31-1387703	X	
THE MARSH FAMILY FOUNDATION 31-1364161	X	
THE RAYMOND E MASON FOUNDATION 31-1220052	X	
THE JOHN H MCCONNELL FOUNDATION 31-1253999	X	
THE SIEMER FAMILY FOUNDATION 31-1550556	X	
ROUSH FAMILY FOUNDATION 31-1677576	X	
THE SHACKELFORD FAMILY FOUNDATION 31-1418621	X	
JAMES A & KATHLEEN RUTHERFORD FOUNDATION 31-1445233	X	
ROBERT D WALTER FAMILY FOUNDATION 31-1491083	X	
THE ROBERT F WOLFE & EDGAR T WOLFE FOUNDATION 31-1253442	X	
COMMUNITY GIFTS FOUNDATION 31-1606919	X	
HINSON FAMILY TRUST 31-6653583	X	
BATTELLE CHARITIES 31-1772342	X	
FG FOUNDATION 01-0552288	X	
MEUSE FAMILY FOUNDATION 26-0017844	X	
DOMINION HOMES - BORROR FAMILY FOUNDATION 20-0523484	X	
MORITZ FAMILY FOUNDATION 32-0100273	X	

FORM 990 EXPLANATION OF RELATIONSHIP PART V-A, LINE 75B STATEMENT 10

INDIVIDUAL'S NAME	TITLE OR ROLE
TIMOTHY FABER	SECRETARY/TREAS/TRUSTEE
DOUGLAS WILLIAMS	VICE CHAIR/TRUSTEE

EXPLANATION OF RELATIONSHIP

MR FABER AND MR WILLIAMS ARE EMPLOYED BY LIMITED BRANDS INC

INDIVIDUAL'S NAME	TITLE OR ROLE
TIMOTHY FABER	SECRETARY/TREAS/TRUSTEE
ABIGAIL WEXNER	CHAIR/TRUSTEE

EXPLANATION OF RELATIONSHIP

MRS WEXNER IS A BOARD MEMBER OF LIMITED BRANDS INC

FORM 990 PART V-A OFFICER COMPENSATION FROM RELATED ORGANIZATIONS STATEMENT 11

OFFICER'S NAME	COMPENSATION	EMPLOYEE BENEFIT PLAN CONTRIBUTION	EXPENSE ACCOUNT
DOUGLAS F. KRIDLER	255,000.	98,173.	

NAME OF RELATED ORGANIZATION: THE COLUMBUS FOUNDATION
EMPLOYER ID NUMBER: 31-6044264
RELATIONSHIP BETWEEN ORGANIZATIONS: SEE STATEMENT 4
COMPENSATION DESCRIPTION: SALARY

OFFICER'S NAME	COMPENSATION	EMPLOYEE BENEFIT PLAN CONTRIBUTION	EXPENSE ACCOUNT
RAYMOND J. BIDDISCOMBE	134,544.	40,871.	

NAME OF RELATED ORGANIZATION: THE COLUMBUS FOUNDATION
EMPLOYER ID NUMBER: 31-6044264
RELATIONSHIP BETWEEN ORGANIZATIONS: SEE STATEMENT 4
COMPENSATION DESCRIPTION: SALARY